

STATE OF ILLINOIS)
COUNTY OF LAKE) SS

JAN 26 1981 - 11 25 AM
INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Linda M. Schultz, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 19th day of January 1981, from Union Tank Car Company to Manufacturers Hanover Trust Company with the original document, and certifies that it is a true and correct copy in all respect.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 22nd day of January 1981.

Linda M. Schultz
Notary Public

My Commission Expires:

May 21, 1983

BILL OF SALE

Union Tank Car Company

to

MANUFACTURERS HANOVER TRUST COMPANY

as Trustee of Union Tank Car Company

Equipment Trust (Series 14)

THIS BILL OF SALE from UNION TANK CAR COMPANY, a Delaware corporation ("Union"), to MANUFACTURERS HANOVER TRUST COMPANY, as Trustee under that certain Equipment Trust Agreement dated as of December 1, 1976 (the "Trust Agreement"), by and between Union and said Manufacturers Hanover Trust Company, as Trustee (the "Trustee").

W I T N E S S E T H:

WHEREAS, Union has caused a total of \$40,000,000 principal amount of Equipment Trust Certificates (Series 14) (the "Trust Certificates"), to be issued pursuant to the provisions of the Trust Agreement, and has unconditionally guaranteed the Trust Certificates by endorsement; and

WHEREAS, the Trust Agreement provides for the assignment and transfer to the Trustee as security for the Trust Certificates of certain Equipment (as defined in the Trust Agreement), pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, Union desires to transfer and convey the Trust Equipment described in Schedule A hereto annexed and by reference incorporated herein (the "Trust Equipment") to the Trustee pursuant to said Section 5.06 of the Trust Agreement;

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt whereof is hereby acknowledged, Union has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Trustee the Trust Equipment, hereby warranting that it has good and valid title to the Trust Equipment and that the title to the Trust Equipment is free and clear from all liens and encumbrances (including leasehold interests) other than the rights of Union under the Trust Agreement, to have and to hold the Trust Equipment unto the Trustee and its successors and assigns forever.

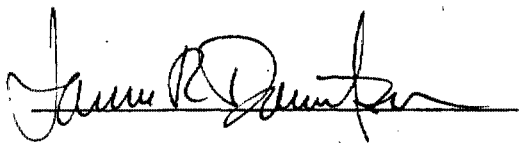
IN WITNESS WHEREOF, Union has caused this instrument to be duly executed by its proper corporate officers hereunto duly authorized and its corporate seal to be hereunto affixed and attested, this 19th day of January 1981.

UNION TANK CAR COMPANY

By 

Vice President

Witness:



(CORPORATE SEAL)

ATTEST:

By 

Assistant Secretary

STATE OF ILLINOIS

COUNTY OF LAKE

SS

On this 19th day of January 1981, before me, a Notary Public in and for said County, personally appeared D. B. Romans and D. A. Kuzmicki to be personally known, who being by me duly sworn did say that they are respectively a Vice President and an Assistant Secretary of Union Tank Car Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of the Board of Directors, and said Vice President and Assistant Secretary acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathleen L. McFarlane
Notary Public

My Commission Expires:

NOVEMBER 14, 1981

SCHEDULE A
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	A.A.R. Mechanical Designation <u>Code</u>	Capacity in <u>Gallons</u>	<u>Road Numbers</u>
19	LO	4750 CUFT	UTLX43347-UTLX43349 UTLX44300, UTLX44303 UTLX44308, UTLX44322 UTLX44325, UTLX44347 UTLX44348, UTLX44361 UTLX44496, UTLX44497 UTLX44498, UTLX44499 UTLX44926, UTLX44927 UTLX44928, UTLX44929